

FORM D

Notice of Exempt

OMD APPROVAL

OMD Number: 3235-0076

Expires: March 31, 2009

Estimated average burden hours
per response: 00.40

09037434

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

nal misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

134780

Item 1. Issuer's Identity

Name of Issuer

Goldman Sachs Direct Strategies Fund II Offshore, Ltd.

Jurisdiction of Incorporation/Organization

Cayman

Year of Incorporation/Organization

(Select one)

☐ Over Five Years Ago☒ Within Last Five Years

2004

(specify year)

Previous Name(s)

☒ None

Entity Type (Select one)

☐ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☒ Other (Specify)

Exempted Limited Company

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

One New York Plaza

Street Address 2

City

New York

State/Province/Country

NY

ZIP/Postal Code

10004

Phone No.

(212) 902-1000

Item 3. Related Persons

Last Name

Goldman Sachs Hedge Fund Strategies LLC*

First Name

Middle Name

Street Address 1

One New York Plaza

Street Address 2

City

New York

State/Province/Country

NY

ZIP/Postal Code

10004

Phone No.

(212) 902-1000

Relationship(s): ☐ Executive Officer☐ Director☒ Promoter*

Clarification of Response (if necessary): *the Issuer's Investment Manager

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

☐ Agriculture

Banking and Financial Services

☐ Commercial Banking☐ Insurance☐ Investing☐ Investment Banking☒ Pooled Investment FundIf selecting this industry group, also
select one fund type below and
answer the question below:☐ Hedge Fund☐ Private Equity☐ Venture Capital Fund☒ Other Investment FundIs the issuer registered as an
investment company under the
Investment Company Act of
1940?☐ Yes☒ No☐ Other Banking & Financial Services☐ Business Services

Energy

☐ Electric Utilities☐ Energy Conservation☐ Coal Mining☐ Environmental Services☐ Oil & Gas☐ Other Energy

Health Care

☐ Biotechnology☐ Health Insurance☐ Hospitals & Physicians☐ Pharmaceuticals☐ Other Health Care☐ Manufacturing

Real Estate

☐ Commercial☐ Construction☐ REITS & Finance☐ Residential☐ Other Real Estate☐ Retailing☐ Restaurants

Technology

☐ Computers☐ Telecommunications☐ Other Technology

Travel

☐ Airlines & Airports☐ Lodging & Conventions☐ Tourism & Travel Services☐ Other Travel☐ Other

Item 5. Issue Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☐ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☒ Decline to Disclose
☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

Investment Company Act Section 3(c)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
☐ Rule 504(b)(1)(i)
☐ Rule 504(b)(1)(ii)
☐ Rule 504(b)(1)(iii)
☐ Rule 505
☒ Rule 506
☐ Securities Act Section 4(6)

- ☐ Section 3(c)(1)
☐ Section 3(c)(2)
☐ Section 3(c)(3)
☐ Section 3(c)(4)
☐ Section 3(c)(5)
☐ Section 3(c)(6)
☒ Section 3(c)(7)

- ☐ Section 3(c)(9)
☐ Section 3(c)(10)
☐ Section 3(c)(11)
☐ Section 3(c)(12)
☐ Section 3(c)(13)
☐ Section 3(c)(14)

SEC
Staff Protesting
Section

April 11 2009

Washington, DC
SEC**Item 7. Type of Filing**
☐ New Notice OR ☒ Amendment

Date of First Sale in this Offering:

February 1, 2005

OR

☐ First Sale Yet to Occur**Item 8. Duration of Offering**

Does the issuer intend this offering to last more than one year?

☒ Yes ☐ No**Item 9. Type(s) of Securities Offered (Select all that apply)**

- ☐ Equity
☐ Debt
☐ Option, Warrant or Other Right to Acquire Another Security
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

- ☐ Pooled Investment Fund Interests
☐ Tenant-in-Common Securities
☐ Mineral Property Securities
☒ Other (Describe)

Shares

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?

☐ Yes ☒ No

Clarification of Response (if necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient

Goldman, Sachs & Co.

Recipient CRD Number

361

☐ No CRD Number(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

85 Broad Street

Street Address 2

City

New York

State/Province/Country

NY

ZIP/Postal Code

10004

States of Solicitation

☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ 0

OR

☒ Indefinite

(b) Total Amount Sold

\$ 42,987,684

(c) Total Remaining to be Sold

\$ 0

OR

☒ Indefinite

(subtract (a) from (b))

Clarification of Response (if necessary)

Washington, DC

Item 14. InvestorsCheck this box ☐ if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter total number of investors who have already invested in the offering:

19

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$

0

☐ Estimate

Finders' Fees \$

0

☐ Estimate

Clarification of Response (if necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$

0

☐ Estimate

Clarification of Response (if necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

*This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

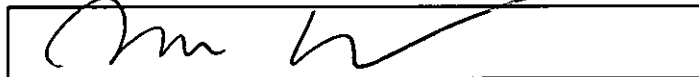
Issuer(s)

Goldman Sachs Direct Strategies Fund II Offshore, Ltd.

Name of Signer

David Kraut

Signature



Title

Vice President of the Issuer's Investment Manager

Number of continuation pages attached:

1

Date

March 12, 2009

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number

Item 3 Continuation Page

Item 3. Related Person (Continued)

Last Name	First Name	Middle Name
Barbetta	Jennifer	
Street Address 1	Street Address 2	
c/o Goldman Sachs Hedge Fund Strategies LLC	One New York Plaza	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10004
Phone No.		(212) 902-1000
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director* <input type="checkbox"/> Promoter		
Clarification of Response (if necessary): *of the Issuer and the Issuer's Investment Manager		

Last Name	First Name	Middle Name
Clark	Kent	
Street Address 1	Street Address 2	
c/o Goldman Sachs Hedge Fund Strategies LLC	One New York Plaza	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10004
Phone No.		(212) 902-1000
Relationship(s): <input checked="" type="checkbox"/> Executive Officer* <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if necessary): *of the Issuer's Investment Manager		

SEC
Mail Processing
Section

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Phone No.		
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if necessary):		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Phone No.		
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/>		
Promoter Clarification of Response (if necessary):		

END